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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**THE RESCAP LIQUIDATING TRUST'S COUNTER-
DESIGNATION OF ITEMS FOR RECORD ON APPEAL**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Rule 8009-1 of the Local Bankruptcy Rules for the Southern District of New York, the ResCap Liquidating Trust (the “**Liquidating Trust**”), established pursuant to the terms of the *Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 6030] (the “**Plan**”)¹ in the above-captioned Chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits the following counter-designation of additional items to be included in the record on appeal in connection with the *Initial Designation of Record of Interested Party Appellant Robynne A. Fauley Pursuant to Fed. R. Bankr. P. 8009* [Docket No.

¹ The Plan was confirmed by order of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) dated December 11, 2013 [Docket No. 6065] and the Plan’s effective date occurred on December 17, 2013. The Plan provides for the creation and implementation of the ResCap Liquidating Trust, which, among other things, is “authorized to make distributions and other payments in accordance with the Plan and the Liquidating Trust Agreement” and is responsible for the wind down of the affairs of the Debtors’ estates. See Plan, Art. VI.A-D; see also Confirmation Order ¶ 22. Pursuant to the Confirmation Order and the Plan, the ResCap Liquidating Trust was vested with broad authority over the post-confirmation liquidation and distribution of the Debtors’ assets. See generally, Confirmation Order ¶¶ 26, 30, 48; Plan, Art. VI.

10532] (the “**Initial Designation**”) filed by appellant Robynne Ariel Fauley (the “**Appellant**”), in connection with Appellant's appeal of the *Order Denying Notice of Conflicts of Interest, Fraud and Fraud Upon the Court* [Docket No. 10516] (the “**Order Denying Conflicts**”), which was entered by the Bankruptcy Court on April 24, 2018 and *Order Denying Robynne A. Fauley's Request for Relief* [Docket No. 10522] (the “**Order Denying Relief**”) which was entered by the Court on May 2, 2018.²

The Liquidating Trust designates the following additional items to be included in the record on appeal.³

A. Bankruptcy Pleadings

Docket No.	Description
550	Schedules of Assets and Liabilities for GMAC Mortgage, LLC (Case No. 12-12032 (MG))
579	Schedules of Assets and Liabilities for Homecomings Financial, LLC (Case No. 12-12042 (MG))
685	Amended Schedules of Assets and Liabilities for GMAC Mortgage, LLC (Case No. 12-12032 (MG))
688	Amended Schedules of Assets and Liabilities for Homecomings Financial, LLC (Case No. 12-12042 (MG))
799	Order Under Bankruptcy Code Sections 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business <i>Nunc Pro Tunc</i> to the Petition Date
1014	Debtors' Application for Order (I) Establishing Deadline for Filing Proofs of Claim and (II) Approving the Form and Manner of Notice Thereof

² It is not clear from Appellant's Notice of Appeal [Docket No. 10530] and Appellant's Initial Designation whether Appellant's appeal concerns each of the Bankruptcy Court's orders or is limited to the Order Denying Conflicts or the Order Denying Relief. The Liquidating Trust reserves all rights with respect to the timeliness and propriety of Appellant's appeal of each of the Order Denying Conflicts and the Order Denying Relief.

³ For the avoidance of doubt, with regard to any pleadings and/or exhibit lists designated by the Liquidating Trust, the Liquidating Trust also designates any and all exhibits filed with, attached to, or otherwise referenced in such documents. For the further avoidance of doubt, the Liquidating Trust designates all items designated by Appellant in Docket No. 10532 of Case No. 12-12020 (MG). In addition, the Liquidating Trust has designated certain items included in the Appellant's Initial Designation in order to provide accurate descriptions of these items.

Docket No.	Description
1528	Affidavit of Publication re Notice of Deadlines for Filing Proofs of Claim in The Wall Street Journal and USA Today
3759	Notice of Presentment of Debtors' Application Under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1 for Authorization to Employ and Retain Perkins Coie LLP as Special Insurance Counsel to the Debtors, <i>Nunc Pro Tunc</i> to March 20, 2013
5993	Notice of Filing of (I) Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and The Official Committee of Unsecured Creditors and (II) Blacklines of Second Amended Joint Chapter 11 Plan
6065-1	Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and The Official Committee of Unsecured Creditors
6136	Notice of Filing of Execution Versions of Exhibit 2 (Liquidating Trust Agreement), Exhibit 3 (RMBS Claims Trust Agreement), Exhibit 4 (Borrower Claims Trust Agreement), Exhibit 5 (Private Securities Claims Trust Agreement), and Exhibit 11 (Cooperation Agreement Between Liquidating Trust and The Kessler Settlement Class) to the Plan Supplement to the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors
6191	Affidavit of Publication Re: Notice of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors and Occurrence of Effective Date in The Wall Street Journal and USA Today
10482	The ResCap Liquidating Trust's Objection to the Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP (<i>including the Declaration of Kathy Nye in Support of the ResCap Liquidating Trust's Objection to the Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP</i>)
10485	LNV Corporation's Joinder of The ResCap Liquidating Trust's Objection to the Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP
10494	Letter from Robynne A. Fauley to Judge Glenn dated March 13, 2018 (filed March 16, 2018)
10495	Memorandum Endorsed Letter from Robynne A. Fauley to Judge Glenn dated March 13, 2018 (filed March 19, 2018)

Docket No.	Description
10503 ⁴	Response of Catherine Gebhardt to The ResCap Liquidating Trust's Objection to the Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP
10507	Corrections to Sworn Declaration of Tuli Molina-Wohl in Support of [Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP]
10508	Sworn Declaration of Robynne A. Fauley in Support of Letter to Clerk and [Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP]
10509	Sworn Declaration of Dana Brinton in Support of Letter to Clerk and [Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP]
10511	Second Sworn Declaration of Dana Brinton in Support of Letter to Clerk and [Notice of Conflicts of Interest, Fraud and Fraud Upon the Court by Debtors in Conspiracy with Creditor LNV Corporation, ResCap Liquidating Trust and Special Insurance Coverage Counsel for the Debtors Perkins Coie LLP]
10516	Order Denying Notice of Conflicts of Interest, Fraud and Fraud Upon the Court
10521	Motion [of Robynne A. Fauley in] Response to Continue and Stay
10522	Order Denying Robynne A. Fauley's Request for Relief

Dated: June 7, 2018
New York, New York

/s/ Norman S. Rosenbaum
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⁴ This document was designated by Appellant erroneously as Docket No. 10502.